

B 1 (Official Form 1) (1/08)

United States Bankruptcy Court District of Nevada		Voluntary Petition																					
Name of Debtor (if individual, enter Last, First, Middle): <b>Station Casinos, Inc.</b>		Name of Joint Debtor (Spouse) (Last, First, Middle): <b>N/A</b>																					
All Other Names used by the Debtor in the last 8 years (include married, maiden, and trade names): <b>N/A</b>		All Other Names used by the Joint Debtor in the last 8 years (include married, maiden, and trade names):																					
Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all): <b>EIN: 88-0136443</b>		Last four digits of Soc. Sec. or Individual-Taxpayer I.D. (ITIN) No./Complete EIN (if more than one, state all):																					
Street Address of Debtor (No. and Street, City, and State): <b>1505 South Pavilion Center Drive Las Vegas, NV</b>		Street Address of Joint Debtor (No. and Street, City, and State):																					
		<b>ZIP CODE 89135</b>	<b>ZIP CODE</b>																				
County of Residence or of the Principal Place of Business: <b>Clark</b>		County of Residence or of the Principal Place of Business:																					
Mailing Address of Debtor (if different from street address):		Mailing Address of Joint Debtor (if different from street address):																					
		<b>ZIP CODE</b>	<b>ZIP CODE</b>																				
Location of Principal Assets of Business Debtor (if different from street address above):																							
		<b>ZIP CODE</b>																					
<b>Type of Debtor</b> (Form of Organization) (Check <b>one</b> box.)		<b>Nature of Business</b> (Check one box.)																					
<input type="checkbox"/> Individual (includes Joint Debtors) <i>See Exhibit D on page 2 of this form.</i> <input checked="" type="checkbox"/> Corporation (includes LLC and LLP) <input type="checkbox"/> Partnership <input type="checkbox"/> Other (If debtor is not one of the above entities, check this box and state type of entity below.)		<input type="checkbox"/> Health Care Business <input type="checkbox"/> Single Asset Real Estate as defined in 11 U.S.C. § 101(51B) <input type="checkbox"/> Railroad <input type="checkbox"/> Stockbroker <input type="checkbox"/> Commodity Broker <input type="checkbox"/> Clearing Bank <input checked="" type="checkbox"/> Other																					
		<b>Tax-Exempt Entity</b> (Check box, if applicable.)  <input type="checkbox"/> Debtor is a tax-exempt organization under Title 26 of the United States Code (the Internal Revenue Code).																					
		<b>Chapter of Bankruptcy Code Under Which the Petition is Filed</b> (Check one box.)  <input type="checkbox"/> Chapter 7 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Main Proceeding <input type="checkbox"/> Chapter 9 <input type="checkbox"/> Chapter 11 <input checked="" type="checkbox"/> Chapter 11 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 12 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 13 <input type="checkbox"/> Chapter 15 Petition for Recognition of a Foreign Nonmain Proceeding																					
		<b>Nature of Debts</b> (Check one box.)  <input type="checkbox"/> Debts are primarily consumer debts, defined in 11 U.S.C. § 101(8) as "incurred by an individual primarily for a personal, family, or household purpose." <input checked="" type="checkbox"/> Debts are primarily business debts.																					
<b>Filing Fee</b> (Check one box.)		<b>Chapter 11 Debtors</b>																					
<input checked="" type="checkbox"/> Full Filing Fee attached.  <input type="checkbox"/> Filing Fee to be paid in installments (applicable to individuals only). Must attach signed application for the court's consideration certifying that the debtor is unable to pay fee except in installments. Rule 1006(b). See Official Form 3A.  <input type="checkbox"/> Filing Fee waiver requested (applicable to chapter 7 individuals only). Must attach signed application for the court's consideration. See Official Form 3B.		<b>Check one box:</b> <input type="checkbox"/> Debtor is a small business debtor as defined in 11 U.S.C. § 101(51D).  <input checked="" type="checkbox"/> Debtor is not a small business debtor as defined in 11 U.S.C. § 101(51D).																					
		<b>Check if:</b> <input type="checkbox"/> Debtor's aggregate noncontingent liquidated debts (excluding debts owed to insiders or affiliates) are less than \$2,190,000.																					
		<b>Check all applicable boxes:</b> <input type="checkbox"/> A plan is being filed with this petition. <input type="checkbox"/> Acceptances of the plan were solicited prepetition from one or more classes of creditors, in accordance with 11 U.S.C. § 1126(b).																					
<b>Statistical/Administrative Information</b>																							
<input checked="" type="checkbox"/> Debtor estimates that funds will be available for distribution to unsecured creditors. <input type="checkbox"/> Debtor estimates that, after any exempt property is excluded and administrative expenses paid, there will be no funds available for distribution to unsecured creditors.																							
<b>THIS SPACE IS FOR COURT USE ONLY</b>																							
<b>Estimated Number of Creditors</b> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input checked="" type="checkbox"/></td> <td style="width: 10%;"><input type="checkbox"/></td> </tr> <tr> <td>1-49</td> <td>50-99</td> <td>100-199</td> <td>200-999</td> <td>1,000- 5,000</td> <td>5,001- 10,000</td> <td>10,001- 25,000</td> <td>25,001- 50,000</td> <td>50,001- 100,000</td> <td>Over 100,000</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1-49	50-99	100-199	200-999	1,000- 5,000	5,001- 10,000	10,001- 25,000	25,001- 50,000	50,001- 100,000	Over 100,000
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>														
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<b>Estimated Assets</b> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input checked="" type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>														
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<b>Estimated Liabilities</b> <table style="width: 100%; border-collapse: collapse;"> <tr> <td style="width: 10%;"><input type="checkbox"/></td> <td style="width: 10%;"><input checked="" type="checkbox"/></td> </tr> <tr> <td>\$0 to \$50,000</td> <td>\$50,001 to \$100,000</td> <td>\$100,001 to \$500,000</td> <td>\$500,001 to \$1 million</td> <td>\$1,000,001 to \$10 million</td> <td>\$10,000,001 to \$50 million</td> <td>\$50,000,001 to \$100 million</td> <td>\$100,000,001 to \$500 million</td> <td>\$500,000,001 to \$1 billion</td> <td>More than \$1 billion</td> </tr> </table>				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input checked="" type="checkbox"/>	\$0 to \$50,000	\$50,001 to \$100,000	\$100,001 to \$500,000	\$500,001 to \$1 million	\$1,000,001 to \$10 million	\$10,000,001 to \$50 million	\$50,000,001 to \$100 million	\$100,000,001 to \$500 million	\$500,000,001 to \$1 billion	More than \$1 billion
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<b>Voluntary Petition</b> (This page must be completed and filed in every case.)		Name of Debtor(s): <b>Station Casinos, Inc.</b>	
<b>All Prior Bankruptcy Cases Filed Within Last 8 Years</b> (If more than two, attach additional sheet.)			
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>	
Location Where Filed: <b>N/A</b>	Case Number: <b>N/A</b>	Date Filed: <b>N/A</b>	
<b>Pending Bankruptcy Case Filed by any Spouse, Partner, or Affiliate of this Debtor</b> (If more than one, attach additional sheet.)			
Name of Debtor: <b>See Schedule 1 attached hereto</b>	Case Number:	Date Filed:	
District: <b>District of Nevada</b>	Relationship: <b>Affiliate</b>	Judge:	
<b>Exhibit A</b>		<b>Exhibit B</b> (To be completed if debtor is an individual whose debts are primarily consumer debts.)	
(To be completed if debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11.)		I, the attorney for the petitioner named in the foregoing petition, declare that I have informed the petitioner that [he or she] may proceed under chapter 7, 11, 12, or 13 of title 11, United States Code, and have explained the relief available under each such chapter. I further certify that I have delivered to the debtor the notice required by 11 U.S.C. § 342(b).	
<input checked="" type="checkbox"/> Exhibit A is attached and made a part of this petition.		X _____ Signature of Attorney for Debtor(s) (Date)	
<b>Exhibit C</b>			
Does the debtor own or have possession of any property that poses or is alleged to pose a threat of imminent and identifiable harm to public health or safety?			
<input type="checkbox"/> Yes, and Exhibit C is attached and made a part of this petition.			
<input checked="" type="checkbox"/> No.			
<b>Exhibit D</b>			
(To be completed by every individual debtor. If a joint petition is filed, each spouse must complete and attach a separate Exhibit D.)			
<input type="checkbox"/> Exhibit D completed and signed by the debtor is attached and made a part of this petition.			
If this is a joint petition:			
<input type="checkbox"/> Exhibit D also completed and signed by the joint debtor is attached and made a part of this petition.			
<b>Information Regarding the Debtor - Venue</b> (Check any applicable box.)			
<input type="checkbox"/> Debtor has been domiciled or has had a residence, principal place of business, or principal assets in this District for 180 days immediately preceding the date of this petition or for a longer part of such 180 days than in any other District.			
<input checked="" type="checkbox"/> There is a bankruptcy case concerning debtor's affiliate, general partner, or partnership pending in this District.			
<input type="checkbox"/> Debtor is a debtor in a foreign proceeding and has its principal place of business or principal assets in the United States in this District, or has no principal place of business or assets in the United States but is a defendant in an action or proceeding [in a federal or state court] in this District, or the interests of the parties will be served in regard to the relief sought in this District.			
<b>Certification by a Debtor Who Resides as a Tenant of Residential Property</b> (Check all applicable boxes.)			
<input type="checkbox"/> Landlord has a judgment against the debtor for possession of debtor's residence. (If box checked, complete the following.)			
(Name of landlord that obtained judgment)			
(Address of landlord)			
<input type="checkbox"/> Debtor claims that under applicable nonbankruptcy law, there are circumstances under which the debtor would be permitted to cure the entire monetary default that gave rise to the judgment for possession, after the judgment for possession was entered, and			
<input type="checkbox"/> Debtor has included with this petition the deposit with the court of any rent that would become due during the 30-day period after the filing of the petition.			
<input type="checkbox"/> Debtor certifies that he/she has served the Landlord with this certification. (11 U.S.C. § 362(l)).			

B 1 (Official Form) 1 (1/08)		Page 3
<b>Voluntary Petition</b> <i>(This page must be completed and filed in every case.)</i>		Name of Debtor(s): Station Casinos, Inc.
<b>Signatures</b>		
<b>Signature(s) of Debtor(s) (Individual/Joint)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct. [If petitioner is an individual whose debts are primarily consumer debts and has chosen to file under chapter 7] I am aware that I may proceed under chapter 7, 11, 12 or 13 of title 11, United States Code, understand the relief available under each such chapter, and choose to proceed under chapter 7. [If no attorney represents me and no bankruptcy petition preparer signs the petition] I have obtained and read the notice required by 11 U.S.C. § 342(b).  I request relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X _____ Signature of Debtor  X _____ Signature of Joint Debtor  Telephone Number (if not represented by attorney)  Date _____		<b>Signature of a Foreign Representative</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, that I am the foreign representative of a debtor in a foreign proceeding, and that I am authorized to file this petition.  (Check only one box.) <input type="checkbox"/> I request relief in accordance with chapter 15 of title 11, United States Code. Certified copies of the documents required by 11 U.S.C. § 1515 are attached. <input type="checkbox"/> Pursuant to 11 U.S.C. § 1511, I request relief in accordance with the chapter of title 11 specified in this petition. A certified copy of the order granting recognition of the foreign main proceeding is attached.  X _____ (Signature of Foreign Representative)  (Printed Name of Foreign Representative)  Date _____
<b>Signature of Attorney*</b>  X <u>/s/ Bruce T. Beesley</u> Signature of Attorney for Debtor(s)  Bruce T. Beesley (NV SBN 1164) Paul S. Aronzon (CA State Bar No. 88781) LEWIS AND ROCA LLP Thomas R. Kreller (CA State Bar No. 161922) 50 West Liberty St, Ste 410 MILBANK, TWEED, HADLEY & McCLOY Reno, NV 89501 LLP Telephone: (775) 823-2900 601 South Figueroa St, 30th Floor Facsimile (775) 823-2929 Los Angeles, CA 90017 Telephone: (213) 892-4000 Facsimile (213) 629-5063		<b>Signature of Non-Attorney Bankruptcy Petition Preparer</b>  I declare under penalty of perjury that: (1) I am a bankruptcy petition preparer as defined in 11 U.S.C. § 110; (2) I prepared this document for compensation and have provided the debtor with a copy of this document and the notices and information required under 11 U.S.C. §§ 110(b), 110(h), and 342(b); and, (3) if rules or guidelines have been promulgated pursuant to 11 U.S.C. § 110(h) setting a maximum fee for services chargeable by bankruptcy petition preparers, I have given the debtor notice of the maximum amount before preparing any document for filing for a debtor or accepting any fee from the debtor, as required in that section. Official Form 19 is attached.  Printed Name and title, if any, of Bankruptcy Petition Preparer _____  Social-Security number (If the bankruptcy petition preparer is not an individual, state the Social-Security number of the officer, principal, responsible person or partner of the bankruptcy petition preparer.) (Required by 11 U.S.C. § 110.)  Address _____  X _____  Date _____
*In a case in which § 707(b)(4)(D) applies, this signature also constitutes a certification that the attorney has no knowledge after an inquiry that the information in the schedules is incorrect.		
<b>Signature of Debtor (Corporation/Partnership)</b>  I declare under penalty of perjury that the information provided in this petition is true and correct, and that I have been authorized to file this petition on behalf of the debtor.  The debtor requests the relief in accordance with the chapter of title 11, United States Code, specified in this petition.  X <u>/s/ Thomas M. Friel</u> Signature of Authorized Individual Thomas M. Friel Printed Name of Authorized Individual Executive Vice President, Chief Accounting Officer, Treasurer Title of Authorized Individual July 24, 2009 Date _____		
Names and Social-Security numbers of all other individuals who prepared or assisted in preparing this document unless the bankruptcy petition preparer is not an individual.  If more than one person prepared this document, attach additional sheets conforming to the appropriate official form for each person.  <i>A bankruptcy petition preparer's failure to comply with the provisions of title 11 and the Federal Rules of Bankruptcy Procedure may result in fines or imprisonment or both. 11 U.S.C. § 110; 18 U.S.C. § 156.</i>		

**SCHEDULE 1**

The following affiliates are concurrently filing voluntary petitions for relief under Chapter 11 of the Bankruptcy Code with the Bankruptcy Court for the District of Nevada:

<b>Debtor Name</b>	<b>Date Filed</b>	<b>Judge</b>
Northern NV Acquisitions, LLC	July 28, 2009	Gregg Zive
Reno Land Holdings, LLC	July 28, 2009	Gregg Zive
River Central, LLC	July 28, 2009	Gregg Zive
Tropicana Station, LLC	July 28, 2009	Gregg Zive
FCP Holding, Inc.	July 28, 2009	Gregg Zive
FCP Voteco, LLC	July 28, 2009	Gregg Zive
Fertitta Partners LLC	July 28, 2009	Gregg Zive
Station Casinos, Inc.	July 28, 2009	Gregg Zive
FCP MezzCo Parent, LLC	July 28, 2009	Gregg Zive
FCP MezzCo Parent Sub, LLC	July 28, 2009	Gregg Zive
FCP MezzCo Borrower VII, LLC	July 28, 2009	Gregg Zive
FCP MezzCo Borrower VI, LLC	July 28, 2009	Gregg Zive
FCP MezzCo Borrower V, LLC	July 28, 2009	Gregg Zive
FCP MezzCo Borrower IV, LLC	July 28, 2009	Gregg Zive
FCP MezzCo Borrower III, LLC	July 28, 2009	Gregg Zive
FCP MezzCo Borrower II, LLC	July 28, 2009	Gregg Zive
FCP MezzCo Borrower I, LLC	July 28, 2009	Gregg Zive
FCP PropCo, LLC	July 28, 2009	Gregg Zive

B 1A (Official Form 1, Exhibit A) (9/97)

*[If debtor is required to file periodic reports (e.g., forms 10K and 10Q) with the Securities and Exchange Commission pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 and is requesting relief under chapter 11 of the Bankruptcy Code, this Exhibit "A" shall be completed and attached to the petition.]*

# UNITED STATES BANKRUPTCY COURT

District of Nevada

In re Station Casinos, Inc., ) Case No. \_\_\_\_\_  
 Debtor )  
 )  
 )  
 ) Chapter 11

## EXHIBIT "A" TO VOLUNTARY PETITION

1. If any of the debtor's securities are registered under Section 12 of the Securities Exchange Act of 1934, the SEC file number is 001-12037.

2. The following financial data is the latest available information and refers to the debtor's condition on June 30, 2009.

a. Total assets	\$ <u>5,725,001.325.00</u>	
b. Total debts (including debts listed in 2.c., below)	\$ <u>6,482,637.653.00</u>	
c. Debt securities held by more than 500 holders:		Approximate number of holders:
secured <input type="checkbox"/> unsecured <input checked="" type="checkbox"/> subordinated <input checked="" type="checkbox"/>	\$ <u>4,378,929,997</u>	<u>510</u>
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
secured <input type="checkbox"/> unsecured <input type="checkbox"/> subordinated <input type="checkbox"/>	\$ _____	_____
d. Number of shares of preferred stock	<u>0</u>	<u>0</u>
e. Number of shares common stock	<u>42</u>	<u>1</u>

Comments, if any:

Exact number of shares of common stock is 41.70.

3. Brief description of debtor's business:

Debtor is a gaming and entertainment company that currently directly or indirectly owns and operates 9 major hotel/casino properties (2 are 50% owned) and 8 smaller casino properties (3 are 50% owned), in the Las Vegas metropolitan area, as well as manages a casino for a Native American tribe.

4. List the names of any person who directly or indirectly owns, controls, or holds, with power to vote, 5% or more of the voting securities of debtor:

All of the voting common stock of Station Casinos, Inc. is owned by FCP VoteCo, LLC ("FCP VoteCo"). Frank J. Fertitta III, Lorenzo J. Fertitta and Thomas J. Barrack, Jr. are the managers of FCP VoteCo and each holds a 33.3% interest in FCP VoteCo.

**ACTION BY BOARD OF DIRECTORS  
OF STATION CASINOS, INC.**

**WHEREAS**, in October 2008, the Company commenced discussions with its lenders regarding the terms of restructuring of the Company's outstanding debt obligations;

**WHEREAS**, in November 2008, the Company made an offer to exchange secured debt obligations for its outstanding senior notes and senior subordinated notes that was not accepted by the holders of its outstanding senior notes and senior subordinated notes;

**WHEREAS**, in February 2009, the Company solicited consents for a prepackaged plan of reorganization pursuant to which pursuant to which the holders of the Company's senior notes and senior subordinated notes would receive secured notes and cash in exchange for their claims against the Company but the plan of reorganization was not approved by requisite holders of the Company's outstanding notes;

**WHEREAS**, the Company has continued to engage in discussions with the lenders under its senior secured credit facility, land loan, the lenders under CMBS financing facilities of subsidiaries of the Company and the holders of its senior notes and senior subordinated notes regarding the terms of a restructuring of the Company's outstanding debt obligations;

**WHEREAS**, the Board of Directors has been advised by the Company's legal and financial advisors (**the "Professionals"**) regarding the status of the negotiations with lenders to the Company and its subsidiaries and holders of its senior notes and senior subordinated notes;

**WHEREAS**, the Board of Directors has reviewed and discussed the financial analyses prepared by management and the Professionals concerning the Company's operations and finances in the event that the Company files a petition for relief under the provisions of chapter 11 of title 11 of the United States Bankruptcy Code (**the "Bankruptcy Code"**) and the Professionals and the Board of Directors have discussed the financial impact on the Company of continuing to operate absent such a filing and the financial impact on the Company of making such a filing;

**WHEREAS**, the Board of Directors has been advised regarding the possibility of the Company's lenders stipulating to the use of cash collateral or other forms of debtor in possession financing and the terms of such stipulation; and

**WHEREAS**, in the judgment of the Directors, it is desirable and in the best interests of the Company and its creditors and employees and other interested parties that a petition be filed by the Company seeking relief under the provisions of the Bankruptcy Code.

**RESOLVED**, that the officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to

execute and verify a petition under chapter 11 of the Bankruptcy Code and to cause the same to be filed in the United States Bankruptcy Court for the District of Nevada at such time as any officer of the Company executing the same shall determine, provided that each of FCP Propco, LLC, FCP Mezzco Borrower I, LLC, FCP Mezzco Borrower II, LLC, FCP Mezzco Borrower III, LLC, FCP Mezzco Borrower IV, LLC, FCP Mezzco Borrower V, LLC and FCP Mezzco Borrower VI, LLC (collectively, the “**Propco Entities**”) files a petition under chapter 11 of the Bankruptcy Code in the United States Bankruptcy Court for the District of Nevada substantially simultaneously with the filing made by the Company; and it is further

**RESOLVED**, that the Board of Directors hereby approves the filing of a petition under chapter 11 of the Bankruptcy Code by each of the Propco Entities, Northern NV Acquisitions, LLC, Reno Land Holdings, LLC, River Central, LLC, Tropicana Station, LLC, FCP Mezzco Parent, LLC, FCP Mezzco Parent Sub, LLC, FCP Mezzco Borrower I, LLC, FCP Mezzco Borrower II, LLC, FCP Mezzco Borrower III, LLC and FCP Mezzco Borrower IV, LLC; and it is further

**RESOLVED**, that the Board of Directors hereby approves, ratifies and consents to the extension of the date by which the master lease between the Company and FCP Propco, LLC must be assumed or rejected to the date of entry of an order confirming a plan of reorganization pursuant to Sections 365 (d)(1) and (d)(4)(A) and (B) of the Bankruptcy Code; and it is further

**RESOLVED**, that the law firm of Milbank, Tweed, Hadley & McCloy LLP is hereby employed as legal counsel for the Company in the Company’s chapter 11 case and in other related matters, on such terms and conditions as any officer of the Company shall approve, subject to bankruptcy court approval; and it is further

**RESOLVED**, that the law firm of Brownstein Hyatt Farber Schreck, LLP is hereby employed as regulatory counsel for the Company in the Company’s chapter 11 case and in other related matters, on such terms and conditions as any officer of the Company shall approve, subject to bankruptcy court approval; and it is further

**RESOLVED**, that the law firm of Lewis and Roca LLP is hereby employed as local counsel for the Company in the Company’s chapter 11 case and in other related matters, on such terms and conditions as any officer of the Company shall approve, subject to bankruptcy court approval; and it is further

**RESOLVED**, that the financial firm of Lazard Frères & Co. LLC is hereby employed as investment banker and financial advisor for the Company in the Company’s chapter 11 case and in other related matters, on such terms and conditions as any officer of the Company shall approve, subject to bankruptcy court approval; and it is further

**RESOLVED**, that the firm of Kurtzman Carson Consultants, LLC is hereby employed as notice, claims and balloting agent for the Company in the Company’s chapter 11 case and in other related matters, on such terms and conditions as

any officer of the Company shall approve, subject to bankruptcy court approval; and it is further

**RESOLVED**, that the officers of the Company be, and each of them hereby is, authorized, empowered and directed to execute and file all petitions, schedules, motions, lists, applications, pleadings and other papers, and, in connection therewith, to employ and retain all assistance by legal counsel, accountants, financial advisors and other professionals, and to take any action and perform any and all further deeds that any of them deems necessary, proper or desirable in connection with the Company's chapter 11 case, with a view to the successful prosecution of such case; and it is further

**RESOLVED**, that the appropriate officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to enter into, execute and deliver a debtor in possession loan or other credit facility (and, in connection therewith, to execute and deliver such related notes or instruments as any such officer considers appropriate) on such terms and conditions as any such officer may consider necessary, proper or desirable, the execution thereof by any such officer to be conclusive evidence of such determination, and to consummate the transactions contemplated by such agreements or instruments on behalf of the Company and any pertinent affiliates; and it is further

**RESOLVED**, that the officers of the Company be, and each of them hereby is, authorized, empowered and directed, in the name and on behalf of the Company, to cause the Company to enter into, execute, deliver, certify, file and/or record, and to perform its obligations under, such agreements, instruments, motions, affidavits, applications for approvals or rulings of governmental or regulatory authorities, certificates or other documents, and to take any such other action as in the judgment of any officer of the Company shall be or become necessary, proper and desirable to prosecute to a successful completion the chapter 11 case, to effectuate the restructuring of debt and other obligations of the Company and to carry out and put into effect the purposes of the foregoing resolutions, the transactions contemplated by these resolutions and any other matters reasonably related thereto; and it is further

**RESOLVED**, that any and all past actions heretofore taken by the Directors or any officer of the Company in the name and on behalf of the Company in furtherance of any or all of the preceding resolutions be, and the same hereby are, ratified, confirmed and approved.

1 Paul S. Aronzon (CA State Bar No. 88781)  
 2 Thomas R. Kreller (CA State Bar No. 161922)  
 3 MILBANK, TWEED, HADLEY & McCLOY LLP  
 4 601 South Figueroa Street, 30th Floor  
 5 Los Angeles, California 90017  
 6 Telephone: (213) 892-4000  
 7 Facsimile: (213) 629-5063

Proposed Reorganization Counsel for  
 Debtors and Debtors in Possession

Bruce T. Beesley (NV SBN 1164)  
 Laury Macauley (NV SBN 11413)  
 LEWIS and ROCA, LLP  
 50 West Liberty Street, Suite 410  
 Reno, Nevada 89501  
 Telephone: (775) 823-2900  
 Facsimile: (775) 823-2929  
[bbeesley@lrlaw.com](mailto:bbeesley@lrlaw.com); [lmacauley@lrlaw.com](mailto:lmacauley@lrlaw.com)

Proposed Local Reorganization Counsel for  
 Debtors and Debtors in Possession

UNITED STATES BANKRUPTCY COURT  
 DISTRICT OF NEVADA

10 In re:

11 NORTHERN NV ACQUISITIONS, LLC

- 12  Affects this Debtor
- 13  Affects all Debtors
- 14  Affects Reno Land Holdings, LLC
- 15  Affects River Central, LLC
- 16  Affects Tropicana Station, LLC
- 17  Affects FCP Holding, Inc.
- 18  Affects FCP Voteco, LLC
- 19  Affects Fertitta Partners LLC
- 20  Affects Station Casinos, Inc.
- 21  Affects FCP MezzCo Parent, LLC
- 22  Affects FCP MezzCo Parent Sub, LLC
- 23  Affects FCP MezzCo Borrower VII, LLC
- 24  Affects FCP MezzCo Borrower VI, LLC
- 25  Affects FCP MezzCo Borrower V, LLC
- 26  Affects FCP MezzCo Borrower IV, LLC
- 27  Affects FCP MezzCo Borrower III, LLC
- 28  Affects FCP MezzCo Borrower II, LLC
- 29  Affects FCP MezzCo Borrower I, LLC
- 30  Affects FCP PropCo, LLC

Chapter 11

Case No. BK-09-\_\_\_\_\_;  
 Jointly Administered

**CORPORATE OWNERSHIP  
 STATEMENT**

1 Pursuant to Rules 1007(a) and 7007.1 of the Federal Rules of Bankruptcy  
2 Procedure, the debtor noted on the attached petition (the “Debtor”), submits this statement of  
3 corporate ownership. Attached hereto as Exhibit 1 is a summary setting forth the corporate  
4 ownership of the Debtor and its debtor-affiliates, along with the case title and filing date of the  
5 Debtor’s and each of the debtor-affiliates’ cases.

6 Executed this 24th day of July 2009 at Las Vegas, Nevada.

7 /s

8 Thomas M. Friel, Executive Vice President, Chief  
9 Accounting Officer, and Treasurer of Station Casinos, Inc.

10  
11 Respectfully submitted by:

12 /s  
13 Paul S. Aronzon, CA State Bar #88781  
14 Thomas R. Kreller, CA State Bar #161922  
15 MILBANK, TWEED, HADLEY & McCLOY LLP  
16 601 South Figueroa Street, 30th Floor  
17 Los Angeles, California 90017

18 Proposed Reorganization Counsel for  
19 Debtors and Debtors in Possession

20 Bruce T. Beesley, #1164  
21 Laury Macauley, #11413  
22 LEWIS AND ROCA LLP  
23 50 W. Liberty Street, Ste. 410  
24 Reno, NV 89501  
25 [bbeesley@lrlaw.com](mailto:bbeesley@lrlaw.com); [lmacauley@lrlaw.com](mailto:lmacauley@lrlaw.com)

26 Proposed Local Reorganization Counsel  
27 For Debtors and Debtors in Possession

28

**EXHIBIT 1**

The following affiliates are concurrently filing voluntary petitions for relief under Chapter 11 of the Bankruptcy Code with the Bankruptcy Court for the District of Nevada:

<b>Debtor Name</b>	<b>Date Filed</b>	<b>Judge</b>	<b>Relationship</b>
Northern NV Acquisitions, LLC	July 28, 2009	Gregg Zive	100% owned by Station Casinos, Inc.
Reno Land Holdings, LLC	July 28, 2009	Gregg Zive	100% owned by Station Casinos, Inc.
River Central, LLC	July 28, 2009	Gregg Zive	100% owned by Station Casinos, Inc.
Tropicana Station, LLC	July 28, 2009	Gregg Zive	100% owned by Station Casinos, Inc.
FCP Holding, Inc.	July 28, 2009	Gregg Zive	100 % owned by Fertitta Colony Partners LLC
FCP Voteco, LLC	July 28, 2009	Gregg Zive	33 1/3 % owned by Frank J. Fertitta, III 33 1/3 % owned by Lorenzo J. Fertitta 33 1/3 % owned by Thomas J. Barrack, Jr.
Fertitta Partners LLC	July 28, 2009	Gregg Zive	100 % owned by Frank J. Fertitta III, Lorenzo J. Fertitta, Blake J. Sartini and the management of Station Casinos, Inc.
Station Casinos, Inc.	July 28, 2009	Gregg Zive	25.1706 % non-voting stock owned by Fertitta Partners LLC 74.8294 % non-voting stock owned by FCP Holding, Inc. 100 % voting stock owned by FCP Voteco, LLC
FCP MezzCo Parent, LLC	July 28, 2009	Gregg Zive	100 % owned by Station Casinos, Inc.
FCP MezzCo Parent Sub, LLC	July 28, 2009	Gregg Zive	100 % owned by FCP Mezzco Parent, LLC
FCP MezzCo Borrower VII, LLC	July 28, 2009	Gregg Zive	100 % owned by FCP Mezzco Parent Sub, LLC
FCP MezzCo Borrower VI, LLC	July 28, 2009	Gregg Zive	100 % owned by FCP Mezzco Borrower VII, LLC
FCP MezzCo Borrower V, LLC	July 28, 2009	Gregg Zive	100 % owned by FCP Mezzco Borrower VI, LLC

FCP MezzCo Borrower IV, LLC	July 28, 2009	Gregg Zive	100 % owned by FCP Mezzco Borrower V, LLC
FCP MezzCo Borrower III, LLC	July 28, 2009	Gregg Zive	100 % owned by FCP Mezzco Borrower IV, LLC
FCP MezzCo Borrower II, LLC	July 28, 2009	Gregg Zive	100 % owned by FCP Mezzco Borrower III, LLC
FCP MezzCo Borrower I, LLC	July 28, 2009	Gregg Zive	100 % owned by FCP Mezzco Borrower II, LLC
FCP PropCo, LLC	July 28, 2009	Gregg Zive	100 % owned by FCP Mezzco Borrower I, LLC

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8 Proposed Reorganization Counsel for  
9 Debtors and Debtors in Possession

10 Bruce T. Beesley (NV SBN 1164)  
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18 Proposed Local Reorganization Counsel for  
19 Debtors and Debtors in Possession

20 In re:  
21 NORTHERN NV ACQUISITIONS, LLC

22 Chapter 11

23 Case No. BK-09-\_\_\_\_\_;  
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42  Affects FCP MezzCo Borrower II, LLC  
43  Affects FCP MezzCo Borrower I, LLC  
44  Affects FCP PropCo, LLC

45 **CONSOLIDATED LIST OF CREDITORS  
46 HOLDING THE FORTY LARGEST  
47 UNSECURED CLAIMS**

The following pages contain a consolidated list of the creditors holding the forty largest unsecured claims against the debtors listed above (the “Debtors”). This list is prepared in accordance with Fed. R. Bankr. P. 1007(d) for filing in this chapter 11 case. The list does not include (1) those persons who come within the definition of “insider” set forth in 11 U.S.C. § 101, or (2) secured creditors unless the value of the collateral is such that the unsecured deficiency places the creditor among the holders of the forty largest unsecured claims.

8	Legend	Description
9	(1)	Name of creditor and complete mailing address including zip code
10	(2)	Name, telephone number and complete mailing address, including zip code, or employee, agent or department of creditor familiar with claim
11		who may be contacted
12		
13	(3)	Nature of claim
14		
15	(4) <sup>1</sup>	Indication whether claims is contingent,
16		unliquidated, disputed or subject to setoff
17	RESPONSES ARE NUMBERED TO CORRESPOND TO SUBPARTS 1-4 OF THE LEGEND ABOVE	

The following information is based upon a review of the Debtors' books and records. Based upon information and belief, the listed creditors hold claims in an amount sufficient to justify their inclusion herein. However, this list is subject to revision based upon trading activity of which the Debtors are not presently aware. Debtors reserve their right to amend this list. Further, no comprehensive legal and/or factual investigations with regard to possible defenses or counterclaims to the below-listed claims have been completed. Therefore, this listing does not and should not be deemed to constitute: (1) a waiver of any defense, counterclaim or offset to the below-listed claims; (2) an acknowledgement of the allowability of any of the below-listed claims; and/or (3) a waiver of any other right to legal position of the Debtors.

	Name of Creditor and complete mailing address including zip code	Name, Telephone Number and Complete Mailing Address, including Zip Code of Employee, Agent or Department of Creditor Familiar with Claim Who May be Contacted	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed or Subject to Setoff
1	Law Debenture Trust Company as Trustee of the 6.875% Senior Subordinated Notes due March 2016 which held a \$724.3M unsecured claim as of March 3, 2009 400 Madison Avenue #4 New York, NY 10017	Law Debenture Trust Company James D Heaney Managing Director 400 Madison Avenue New York, NY 10017 Phone: 646-747-1252 Fax: 212-750-1361	Notes	
2	Law Debenture Trust Company as Trustee of the 6.50% Senior Subordinated Notes due February 2014 which held a \$467.2M unsecured claim as of March 3, 2009 400 Madison Avenue #4 New York, NY 10017	Law Debenture Trust Company James D Heaney Managing Director 400 Madison Avenue New York, NY 10017 Phone: 646-747-1252 Fax: 212-750-1361	Notes	
3	Law Debenture Trust Company as Trustee of the 6.00% Senior Notes due April 2012 which held a \$461.4M unsecured claim as of March 3, 2009 400 Madison Avenue #4 New York, NY 10017	Law Debenture Trust Company James D Heaney Managing Director 400 Madison Avenue New York, NY 10017 Phone: 646-747-1252 Fax: 212-750-1361	Notes	
4	Law Debenture Trust Company as Trustee of the 7.75% Senior Notes due August 2016 which held a \$417.1M unsecured claim as of March 3, 2009 400 Madison Avenue #4 New York, NY 10017	Law Debenture Trust Company James D Heaney Managing Director 400 Madison Avenue New York, NY 10017 Phone: 646-747-1252 Fax: 212-750-1361	Notes	
5	Law Debenture Trust Company as Trustee of the 6.625% Senior Subordinated Notes due March 2018 which held a \$309.3M unsecured claim as of March 3, 2009 400 Madison Avenue #4 New York, NY 10017	Law Debenture Trust Company James D Heaney Managing Director 400 Madison Avenue New York, NY 10017 Phone: 646-747-1252 Fax: 212-750-1361	Notes	

	Name of Creditor and complete mailing address including zip code	Name, Telephone Number and Complete Mailing Address, Including Zip Code of Envelope, Agent or Department of Creditor Familiar with Claim Who May be Contacted	Nature of Claim (trade debt, bank debt, loan, government contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, or Subject to Setoff
6	Fidelity Management & Research Co. 82 Devonshire Street Boston, MA 02109 United States of America	Nate Van Duzer Phone: 617-392-8129 Fax: 617-476-6150 Tyler Blackwell Phone: 617-563-5886	Notes	
7	Oaktree Capital Management 333 South Grand Avenue 28th Floor Los Angeles, CA 90071	Skardon F. Baker Phone: 213-830-6372 Fax: 213-830-6394 Akira Okubo Phone: 213-830-6331 Aaron Bendikson Phone: 213-830-6337	Notes	
8	Western Asset Management Co. 385 E. Colorado Blvd. Suite 250 Pasadena, CA 91101	W. Stephen Venable, Jr. Phone: 626-844-9456 Christopher N. Jacobs Phone: 626-844-9622 Fax: 626-844-9767 Tom Galloway Phone: 626-844-9675	Notes	
9	Goldman Sachs Asset Management LP 32 Old Slip 18th Floor New York, NY 10005	Ken Yang Phone: 212-855-6140	Notes	
10	Franklin Templeton Investments 10600 White Rock Rd. Rancho Cordova, CA 95670	Dick Kuersteiner Phone: 650-312-4525 Fax: 650-525-7141 Patricia O'Connor Phone: 650-312-3792	Notes	
11	MFS Investment Management 500 Boylston Street Lobby 3 Boston, MA 02116-3741	Gaetan Poirier Phone: 617-954-4198 Fax: 617-350-2163 (general)	Notes	
12	Prudential Investment Management 2 Ravina Dr. Suite 400 Atlanta, GA 30346	Terence Wheat Phone: 973-802-4558 Fax: 973-367-4448 Parag Pandya Phone: 973-367-2079	Notes	
13	Pacific Investment Management Co. 550 W. C St. San Diego, CA 92101	Phone: 949-720-6000 Fax: 949-720-1376	Notes	

	Name of Creditor and complete mailing address including zip code	Name, Telephone Number and Complete Mailing Address, Including Zip Code of Employee, Agent or Department of Creditor Familiar with Claim Who May be Contacted	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed or Subject to Setoff
14	Northwestern Investment Management 720 W Wisconsin Ave. Milwaukee, WI 53233	Jerome R. Baier Phone: 414-271-1444 Fax: 414-665-7124	Notes	
15	Barclays Capital 10866 Wilshire Blvd Suite 560 Los Angeles, CA 90024	Matt Barrett Phone: 310-470-4194 Fax: 310-441-1847	Notes	
16	Nomura Asset Management Co Ltd. 2 World Financial Center Floor 17 New York, NY 10281-0097	Michael Casino Phone: 212-667-9344 Fax: 212-667-1460 (general)	Notes	
17	Serengeti Asset Management 632 Broadway 12th Floor New York NY 10010	Kevin Linker Phone: 212-672-2242 Fax: 212-672-2233 (general)	Notes	
18	Lord, Abbott & Co LLC 90 Hudson Street Jersey City, NJ 07302-3900	Bill Carpenter John Forst Phone: 201-827-2719	Notes	
19	AllianceBernstein LP 1345 Avenue of the Americas New York, NY 10105	Susan Hutman Phone: 212-969-1277	Notes	
20	Metropolitan Life Insurance Co. 2701 Queens Plaza North Long Island City, NY 11101	Phone: 212-578-3381 Fax: 212-251-1558	Notes	
21	PPM America Inc. 750 Lexington Ave New York, New York 10022	Joel Klein Phone: 312-634-2559 Fax: 312-634-0050 (general) James Leda Phone: 312-634-1744	Notes	
22	Dreman Value Management LLC 520 E Cooper Ave Aspen, Colorado 81611 933 Allencrest Rd Rumson, New Jersey 07760	Phone: 201-793-2000	Notes	

	Name of Creditor and complete mailing address including zip code	Name, Telephone Number and Complete Mailing Address, including ZIP Code of Employee, Agent or Department of Creditor Familiar with Claim Who May be Contacted	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed or Subject to Setoff
23	Brigade Capital 717 5th Avenue Suite 1301 New York, NY 10022	Don Morgan Phone: 212-745-9711 Fax: 212-745-9712 Tom Reader Phone: 212-745-9786 Doug Pardon Phone: 212-745-9784	Notes	
24	Trust & Custody Services Bank Ltd. Harumi Toriton Square Tower Z 28F. 1-8-12, Harumi Chuo-Ku, Tokyo 104-0053 Japan	Phone: 81 3 6220 4000	Notes	
25	CS Securities USA 2121 Ave of Stars Los Angeles, California 90067	Phone: 212-325-2000 Fax: 212-325-6665	Notes	
26	Morgan Stanley Investment Management 1221 Avenue of the Americas New York, NY 10020	Phone: 212-762-7100 Fax: 212-762-9282	Notes	
27	AEGON USA Investment Management 4333 Edgewood Rd, N.E. MS 5110 Cedar Rapids, IA 52499	Jim Schaeffer Rishi Goel Kevin Bakker Ben Miller Jim Lemke Phone: 312-596-5337	Notes	
28	NY Life International 51 Madison Avenue Suite 2900 New York, NY 10010-1617	Alex Baumberger Ron Brandon Ronald Rich Barbara Friedman Phone: 212-576-7585 Fax: 212-576-7370	Notes	
29	GE Asset Management Inc. 3001 Summer Street, Stamford, CT 06905	Phone: 203-326-2300 Fax: 203-326-4245	Notes	
30	Travelers Companies, Inc. 385 Washington St. Saint Paul, Minnesota 55102	Vikas Singhal Catherine Siebert Nicole Ankeny Phone: 651-310-3399	Notes	

	Name of Creditor and complete mailing address including zip code	Name, Telephone Number and Complete Mailing Address (including Zip Code) of Employee, Agent or Department of Creditor Familiar with Claims Who May be Contacted	Nature of Claim (trade debt, bank loan, government contract, etc.)	Indicate if Claim is Contingent, Unliquidated, Disputed, Subject to Setoff
31	Eaton Vance Management 255 State Street Boston, MA 02109	Linda Carter Phone: 617-598-8472	Notes	
32	Putnam Investments 1 Post Office Sq Boston, Massachusetts 02109	Matt Beagle Phone: 617-760-1305	Notes	
33	High River LP 767th Ave Ste 4700 New York, New York 10003	Phone: 212-702-4300	Notes	
34	Continental Casualty Co. 333 S Wabash Ave Chicago, Illinois 60604	Phone: 312-822-5000 Fax: 312-822-3342	Notes	
35	JP Morgan Chase Fixed Income 270 Park Ave. New York, New York 10017-2070	Griffin Alford Jason Kroll Joe Saad Phone: 212-270-0329	Notes	
36	Pyramis Global Advisors 53 State Street Boston, MA 02109	Phone: 617-563-7000	Notes	
37	Openheimer Funds Inc. 111 N. Sepulveda Blvd., Suite 310 Manhattan Beach, CA 90266	Ebin Perison Phone: 310-376-6110 Fax: 310-376-6133	Notes	
38	Wellington Management 75 State Street Boston, MA 02109	Jeff Heuer Thierry Valat De Cordova Phone: 617-263-4016	Notes	
39	Columbia Management Advisors LLC 111 8th Ave. New York NY 10011	Adam Moss Phone: 212-852-1441 Fax: 212-548-1221 (general)	Notes	
40	Babson Capital Management LLC Independence Wharf 470 Atlantic Avenue Boston, MA 02210	Alex Berman Steve Karz Sean Feeley Phone: 917-542-8336	Notes	